

## WILMER, CUTLER &amp; PICKERING

2445 M STREET, N. W.

WASHINGTON, D. C. 20037-1420

RECORDATION NO. 15609 B  
TIME 10:00 AM

ALLEN H. HARRISON, JR.  
DIRECT LINE (202)  
663-6093

TELEPHONE (202) 663-6000  
FACSIMILE (202) 293-0074,  
293-5929, 429-4930, 429-9893  
TELEX 440239 WCPI UI,  
892402 WICRING WSH  
ABA NET ABA1354  
SOURCE WCPOI

INTERSTATE COMMERCE COMMISSION

EUROPEAN OFFICE  
GARDENS  
PALL MALLLONDON SW1Y 5AA, ENGLAND  
TELEPHONE 011 (44) 839-4466  
FACSIMILE 011 (44) 839-3837  
TELEX 881391B WCP LDN

8-274A020

No. SEP 30 1988

Date .....

Fee \$ ... 13.00

ICC Washington, D. C.

13.00

September 30, 1988

Recordation No. 15609

Dear Ms. McGee:

On behalf of Nationwide Life Insurance Company, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled Security Agreement Supplement No. 2 ("Supplement") dated as of September 30, 1988. This Supplement relates to that certain Security Agreement dated as of March 1, 1988, recorded with the Interstate Commerce Commission on April 27, 1988 under Recordation No. 15609 and should be recorded thereunder using the next available letter which we believe will be -B.

*thus one*  
15609-B  
The parties to the enclosed Supplement are:

Nationwide Life Insurance Company - Lender  
(Secured Party)  
One Nationwide Plaza - 33T  
Columbus, Ohio 43216

Citicorp North America, Inc. - Lessor (Debtor)  
601 Midland Avenue  
Rye, New York 10580

The said Supplement, among other things, provides for the sale by Lessor of its notes to Lender in order to finance the purchase of certain units of equipment and the granting by Lessor to Lender a security interest in the units and in a related lease.

The units of equipment covered by the Supplement are those two hundred twenty-six (226) covered hopper cars identified in Schedule A thereto, a copy attached hereto.

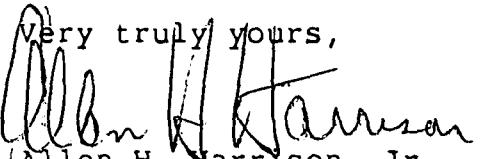
A short summary of the document to appear in the ICC Index is as follows:

*McHugh/McAfee*

"Covers 226 added covered hopper cars"

Enclosed is a check in the amount of thirteen dollars (\$13) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterparts of the Supplement not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,  
  
Allen H. Garrison, Jr.  
Attorney for the purpose  
of this filing for  
Nationwide Life Insurance  
Company.

Honorable Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Enclosures

AHH/iw

BY HAND

XXXXXXXXX CARS = 226

INIT NUMBER	INIT NUMBER	INIT NUMBER	INIT NUMBER
CSXT 246199	CSXT 246295	CSXT 246414	CSXT 249295
CSXT 246200	CSXT 246296	CSXT 246415	CSXT 249296
CSXT 246201	CSXT 246298	CSXT 246418	CSXT 249301
CSXT 246203	CSXT 246299	CSXT 246420	CSXT 249302
CSXT 246204	CSXT 246301	CSXT 246422	CSXT 249309
CSXT 246209	CSXT 246304	CSXT 246430	CSXT 249312
CSXT 246213	CSXT 246305	CSXT 246432	CSXT 249314
CSXT 246214	CSXT 246306	CSXT 246433	CSXT 249321
CSXT 246218	CSXT 246307	CSXT 246435	CSXT 249322
CSXT 246219	CSXT 246312	CSXT 246437	CSXT 249326
CSXT 246223	CSXT 246315	CSXT 246438	CSXT 249339
CSXT 246224	CSXT 246317	CSXT 246440	CSXT 249340
CSXT 246226	CSXT 246320	CSXT 246442	CSXT 249341
CSXT 246227	CSXT 246321	CSXT 246464	CSXT 249342
CSXT 246228	CSXT 246323	CSXT 246537	CSXT 249345
CSXT 246229	CSXT 246327	CSXT 246553	CSXT 249347
CSXT 246231	CSXT 246329	CSXT 248161	CSXT 249348
CSXT 246234	CSXT 246330	CSXT 248179	CSXT 249350
CSXT 246237	CSXT 246331	CSXT 248309	CSXT 249353
CSXT 246240	CSXT 246332	CSXT 248333	CSXT 249354
CSXT 246242	CSXT 246334	CSXT 248342	CSXT 249355
CSXT 246243	CSXT 246336	CSXT 248348	CSXT 249356
CSXT 246244	CSXT 246338	CSXT 248356	CSXT 249363
CSXT 246247	CSXT 246343	CSXT 248364	CSXT 249366
CSXT 246248	CSXT 246344	CSXT 248377	CSXT 249371
CSXT 246250	CSXT 246345	CSXT 248388	CSXT 249373
CSXT 246252	CSXT 246346	CSXT 249195	CSXT 249374
CSXT 246253	CSXT 246348	CSXT 249201	CSXT 249380
CSXT 246254	CSXT 246349	CSXT 249205	CSXT 249381
CSXT 246255	CSXT 246350	CSXT 249211	CSXT 249382
CSXT 246256	CSXT 246356	CSXT 249214	CSXT 249383
CSXT 246259	CSXT 246359	CSXT 249216	CSXT 249386
CSXT 246264	CSXT 246361	CSXT 249230	CSXT 249387
CSXT 246265	CSXT 246362	CSXT 249237	CSXT 249389
CSXT 246266	CSXT 246363	CSXT 249238	CSXT 249391
CSXT 246267	CSXT 246368	CSXT 249242	CSXT 249392
CSXT 246269	CSXT 246369	CSXT 249245	CSXT 249394
CSXT 246273	CSXT 246374	CSXT 249247	CSXT 249396
CSXT 246276	CSXT 246377	CSXT 249252	CSXT 249398
CSXT 246277	CSXT 246382	CSXT 249254	CSXT 249402
CSXT 246278	CSXT 246383	CSXT 249255	CSXT 249405
CSXT 246279	CSXT 246385	CSXT 249257	CSXT 249410
CSXT 246281	CSXT 246390	CSXT 249266	CSXT 249416
CSXT 246282	CSXT 246393	CSXT 249271	CSXT 249419
CSXT 246285	CSXT 246395	CSXT 249272	CSXT 249420
CSXT 246286	CSXT 246396	CSXT 249279	CSXT 249424
CSXT 246287	CSXT 246399	CSXT 249282	CSXT 249432
CSXT 246290	CSXT 246405	CSXT 249286	CSXT 249437
CSXT 246291	CSXT 246407	CSXT 249288	CSXT 249440
CSXT 246292	CSXT 246409	CSXT 249292	CSXT 249441
CSXT 246293	CSXT 246410	CSXT 249293	CSXT 249443
CSXT 246294	CSXT 246411	CSXT 249294	CSXT 249444

XXXXXX CARS = 226

INIT NUMBER INIT NUMBER INIT NUMBER INIT NUMBER

CSXT 249445  
CSXT 249449  
CSXT 249451  
CSXT 249454  
CSXT 249455  
CSXT 249456  
CSXT 249457  
CSXT 249459  
CSXT 249463  
CSXT 249464  
CSXT 249467  
CSXT 249470  
CSXT 249471  
CSXT 249477  
CSXT 249483  
CSXT 249484  
CSXT 249486  
CSXT 249489

**Interstate Commerce Commission  
Washington, D.C. 20423**

9/30/88

**OFFICE OF THE SECRETARY**

Allen H. Harrison, Jr.  
Wilmer, Cutler & Pickering  
2445 M. Street N.W.  
Washington, D.C. 20037-1420

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/30/88 at 10:05am, and assigned recordation number(s). 15609-B, 15610-B & 15611-C

Sincerely yours,

*Barbara R. McGee*

Secretary

Enclosure(s)

15609-B

RECORDED BY 15609B  
FBI - CINCINNATI

SEP 30 1988 10 AM

INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT SUPPLEMENT NO. 2

THIS SECURITY AGREEMENT SUPPLEMENT, dated as of September 30, 1988, of CITICORP NORTH AMERICA, INC., a Delaware corporation ("Lessor"), and of NATIONWIDE LIFE INSURANCE COMPANY, a Ohio corporation ("Lender"), under the Security Agreement dated as of March 1, 1988 ("Security Agreement") between Lessor and Lender.

W I T N E S S E T H

WHEREAS, capitalized terms herein are used as defined in Exhibit A to the Security Agreement;

WHEREAS, the Security Agreement provides for the execution and delivery of a supplement substantially in the form of this Supplement No. 2, which supplement shall particularly describe the Units included in the Lease, and shall specifically grant to the Lender a security interest in such Units; and

WHEREAS the Security Agreement relates to the Units described in the following paragraph and was recorded with the Interstate Commerce Commission on April 27, 1988 under Recordation No. 15609 and this Supplement No. 2 is being filed for recordation on or promptly after the date of this Supplement No. 2, with the Interstate Commerce Commission.

NOW, THEREFORE, to secure the Indebtedness, Lessor has granted, bargained, sold, assigned, transferred, conveyed, mortgaged, pledged, granted a security interest in and confirmed, and does hereby grant, bargain, sell, assign, transfer, convey, mortgage, pledge, grant a security interest in and confirm to the Lender, its successors and assigns, the railcars described in Schedule A attached hereto (the "Delivered Units").

TO HAVE AND TO HOLD the aforesaid property to the Lender, its successors and assigns, and for the uses and purposes and subject to the terms and conditions set forth in the Security Agreement.

AND, FURTHER, Lessor, hereby acknowledges that the Delivered Units described in Schedule A attached to and made a part of this Supplement No. 2 have been delivered to Lessor and are included in the property of Lessor covered by all the terms and conditions of the Security Agreement, subject to its pledge or mortgage under the Security Agreement.

This Supplement No. 2 shall be construed as supplemental to the Security Agreement and shall form a part thereof, and the Security Agreement is hereby incorporated by reference in this Supplement No. 2 and is hereby ratified, approved and confirmed.

This Supplement No. 2 is being delivered in the State of New York.

This Supplement No. 2 may be executed by Lessor and Lender in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same supplement.

IN WITNESS WHEREOF, Lessor and Lender have each caused this Supplement No. 2 to be duly executed by their respective, duly authorized officers as of the day and year first above written.

**LESSOR:**

CITICORP NORTH AMERICA, INC.

By John Wiles  
Title: Vice President

**LENDER:**

NATIONWIDE LIFE INSURANCE COMPANY

By \_\_\_\_\_  
Title:

State of New York )  
County of Westchester ) ss.

On this 23rd day of September, 1988, before me personally appeared Roger P. Miller, to me known or proven to be, who being by me duly sworn, says that he is a Vice President of CITICORP NORTH AMERICA, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Robert R. Goldberg

Notary Public

My commission expires: 11/30/89

ROBERT R. GOLDBERG  
Notary Public, State of New York  
No. 4690571  
Qualified in Westchester County  
Commission Expires November 30, 1989

State of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss.

On this \_\_\_\_ day of \_\_\_\_\_, 1988, before me personally appeared \_\_\_\_\_, to me known or proven to be, who being by me duly sworn, says that he is a \_\_\_\_\_ of NATIONWIDE LIFE INSURANCE COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My commission expires:

This Supplement No. 2 is being delivered in the State of New York.

This Supplement No. 2 may be executed by Lessor and Lender in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same supplement.

IN WITNESS WHEREOF, Lessor and Lender have each caused this Supplement No. 2 to be duly executed by their respective, duly authorized officers as of the day and year first above written.

LESSOR:

CITICORP NORTH AMERICA, INC.

By

\_\_\_\_\_  
Title:

LENDER:

NATIONWIDE LIFE INSURANCE COMPANY

By

  
\_\_\_\_\_  
Title:

Jeffrey G. Milburn  
Vice President  
Corporate Fixed-Income Securities

State of \_\_\_\_\_ )  
                  ) ss.  
County of \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 1988, before me personally appeared \_\_\_\_\_, to me known or proven to be, who being by me duly sworn, says that he is a \_\_\_\_\_ of CITICORP NORTH AMERICA, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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Notary Public

My commission expires:

State of Ohio )  
                  ) ss.  
County of Franklin )

On this 22nd day of Sept, 1988, before me personally appeared Jeffrey D. Wilburn, to me known or proven to be, who being by me duly sworn, says that he is a Vice Pres. of NATIONWIDE LIFE INSURANCE COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Judy E. Guinther  
\_\_\_\_\_  
Notary Public

My commission expires:

JUDY E. GUINTHER  
NOTARY PUBLIC - STATE OF OHIO  
MY COMMISSION EXPIRES NOV. 7, 1989

XXXXXXXXX CARS = 226

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SECURITY AGREEMENT SUPPLEMENT NO. 2  
Schedule A  
Page 2 of 2

XXXXXXXXX CARS = 226

INIT NUMBER      INIT NUMBER      INIT NUMBER      INIT NUMBER

CSXT 249445  
CSXT 249449  
CSXT 249451  
CSXT 249454  
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